



## **Register of ASX Listing Rule Waivers**

**16 to 31 October 2008**

**The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as:**

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

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<b>Rule Number</b>	1.1 condition 8
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-005
<b>Decision</b>	The Company be granted a waiver from listing rule 1.1 condition 8 to the extent necessary to permit the Company to be admitted to the official list without complying with listing rule 1.2 or 1.3, on the condition that Henderson satisfies listing rule 12.2 at the time the Company is admitted to the official list.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must satisfy either profit test or asset test - demonstrates quality.</p> <p><b>Present Application</b> Entity is successor to listed entity - same security holders and business activities - new legal vehicle - transfer of business activities, etc, through scheme of arrangement - appropriate test is the continuing admission tests in Chapter 12 - waiver granted on condition that listed entity complies with Chapter 12.</p>

<b>Rule Number</b>	1.1 condition 4 (c)
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-004
<b>Decision</b>	The Company be granted a waiver from listing rule 1.1 condition 4(c) on the condition that the Company provides an undertaking that it will seek Australian Securities and Investment Commission registration as a foreign company under the name Henderson Group plc as soon as reasonably practicable after Henderson changes its name to HGI Group Limited.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Foreign company must be registered with ASIC as foreign company - ensures compliance with Corporations Act requirements.</p> <p><b>Present Application</b> Company will apply to ASIC for registration - Registration dependant on ASIC confirmation Henderson can change its name to HGI Group Limited - ASIC will not be able to register Henderson Group plc until Company has changed its name - undertaking to be provided that Company will seek registration.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GMG
<b>Listed Company</b>	GOODMAN GROUP
<b>Waiver Number</b>	WLC080320-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Goodman Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$270 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Issue not to be 7 business days after the announcement of the Rights Issue but in accordance with a timetable submitted by the Group, on the condition that the record date for the Rights Issue is no earlier than the fourth business day after the date the trading halt for the Rights Issue commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Rights Issue are acceptable to ASX.</p> <p>2. In resolution 1.1, the Group may ignore changes in security holdings which occur after the announcement of the trading halt in the Group's securities (other than registrations of transactions which were effected through ITS before the announcement). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>2.1 The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>2.2 Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GPT
<b>Listed Company</b>	GPT GROUP
<b>Waiver Number</b>	WLC080321-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants GPT Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising of up to A\$1.5 billion comprising an entitlement offer of the Group's stapled securities (the "Rights Offer") to be used to retire debt, without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Offer not to be 7 business days after the announcement of the Rights Offer but in accordance with a timetable submitted by the Group, on the condition that the record date for the Rights Offer is no earlier than the fourth business day after the date the trading halt for the Rights Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Rights Offer are acceptable to ASX.</p> <p>2. In resolution 1, the Group may ignore changes in security holdings which occur after the announcement of the trading halt in the Group's securities (other than registrations of transactions which were effected through ITS before the announcement). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>2.1. The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>2.2. Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	31/10/2008
<b>ASX Code</b>	MGR
<b>Listed Company</b>	MIRVAC GROUP
<b>Waiver Number</b>	WLC080328-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Mirvac Limited and Mirvac Group Property Trust (together, the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of institutional placement in conjunction with an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$440 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Issue not to be 7 business days after the announcement of the Rights Issue but in accordance with a timetable submitted by the Group, on the condition that the record date for the Rights Issue is no earlier than the fourth business day after the date the trading halt for the Rights Issue commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Rights Issue are acceptable to ASX.</p> <p>2. In resolution 1, the Group may ignore changes in security holdings which occur after the announcement of the trading halt in the Group's securities (other than registrations of transactions which were effected through ITS before the announcement). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>2.1. The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>2.2. Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	27/10/2008
<b>ASX Code</b>	VPG
<b>Listed Company</b>	VALAD PROPERTY GROUP
<b>Waiver Number</b>	WLC080336-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Valad Property Group (the "Company") a waiver from listing rules 3.20.2 and 6.24 to the extent necessary to permit the Company to give the market fewer than seven business days' notice of the estimated distribution for the year ended 30 June 2008 and not to comply with Appendix 6A on condition that announcement of the estimated distribution is given to ASX prior to market opening on Monday, 23 June 2008.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Potential transaction which is likely to have a material impact upon upcoming distribution - outcome will not be known until 5 business days prior to record date - waiver granted on condition the timetable is acceptable to ASX - trust must distribute all income for tax reasons.</p>

<b>Rule Number</b>	5.6
<b>Date</b>	27/10/2008
<b>ASX Code</b>	BKY
<b>Listed Company</b>	BERKELEY RESOURCES LIMITED
<b>Waiver Number</b>	WLC080316-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Berkeley Resources Limited (the "Company") a waiver from listing rule 5.6 to the extent necessary to permit the Company to include in a public report ("Announcement") historical foreign estimates ("Historical Foreign Estimates") of the resources which are not in compliance with Appendix 5A of the Listing Rules ("the JORC Code") for the ENUSA Industrias Avanzadas S.A. ("ENUSA") project in Spain in which the Company has an interest, subject to:</p> <p>1. 1 The Company entering a co-operation agreement with ENUSA, pursuant to which it will undertake a feasibility study with a view to recommencing uranium mining based on the ENUSA assets in Salamanca Province, Spain ("the Co-operation Agreement").</p> <p>1.2. The Announcement containing the Historical Foreign Estimates of the resources including the following:</p> <p>1.2.1. A statement that the Historical Foreign Estimates of the resources are not reported in accordance with the JORC Code and that it is uncertain that following evaluation and/or further exploration that the resource or reserve estimate will ever be reported in accordance with the JORC code.</p> <p>1.2.2. Identification of the sources and dates of the Historical Foreign Estimates of the resources.</p> <p>1.2.3. Confirmation that the Historical Foreign Estimates of the resources are relevant, together with an explanation as to why they are relevant.</p> <p>1.2.4. Comment on the reliability of Historical Foreign Estimates of the resources.</p> <p>1.2.5. Comment on the materiality of Historical Foreign Estimates of the resources.</p> <p>1.2.6. A statement as to whether the Historical Foreign Estimates of the resources use categories other than the ones set out in the JORC Code and, if so, include an explanation of the differences.</p> <p>1.2.7. The inclusion of any more recent estimates or data available to the Company.</p> <p>1.2.8. Information about the Company's intention to evaluate the matters listed in Table 1 of the JORC code which are relevant to the estimate and or to conduct exploration for the purposes of allowing a competent person to take responsibility for the estimates of mineral resources or ore reserves so that they may be reported by the Company in accordance with the JORC Code. The timeframe contemplated by the Company for this work should be disclosed.</p> <p>1.2.9. A statement confirming that the Announcement is consistent with the guidance contained in the Companies Updates numbered 11/07 and 05/04.</p> <p>1.2.10. A competent person's statement accepting responsibility for the accuracy of the information contained within the Announcement.</p> <p>1.2.11. A statement that ASX has granted a waiver to listing rule 5.6 to allow the Company to report the Historical Foreign Estimates of the resources.</p>



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	<p>2. Resolution 1 applies only to the provision of the Historical Foreign Estimates of the resources in the Announcement regarding the Company's Co-operation Agreement with ENUSA in Spain and not to subsequent public reports provided by the Company in compliance with its obligations under the listing rules.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>            Report prepared by mining entity must be prepared in accordance with the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code) - maintains consistency and quality of reporting across all mining entities - maintains integrity of market.</p> <p><b>Present Application</b>            Announcement permitted to contain historical foreign resource estimates prepared before the JORC Code became applicable - historical foreign resource estimates are fundamental to an understanding of the mineralisation and therefore material - historical foreign resource estimates disclosed in the interests of maintaining an informed market and compliance with continuous disclosure obligations - condition imposed requiring statement in disclosure document that the Historical Foreign Estimates of the resources are inconsistent with the JORC Code guidelines, and the reasons why they must be disclosed - conditions to make clear that the company does not purport to hold out the Historical Foreign Estimates of the resources as resources and reserves in compliance with JORC Code - relief to extend only for the initial publication of this historical data - relief under this waiver not to be available for future public reports on an ongoing basis.</p>

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<b>Rule Number</b>	6.24
<b>Date</b>	31/10/2008
<b>ASX Code</b>	CFR
<b>Listed Company</b>	CLUFF RESOURCES PACIFIC NL
<b>Waiver Number</b>	WLC080318-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Cluff Resources Pacific NL (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required at paragraph 6.1 of Appendix 6A in relation to 388,232,618 quoted options (CFRO) exercisable at 2.5 cents each on before 30 November 2008, on the following conditions:</p> <ol style="list-style-type: none"> <li>1. The information required by section 6.1 of Appendix 6A is provided to the Company Announcements Office no later than 4 November 2008 together with a statement that an option expiry notice will not be sent to Option holders.</li> <li>2. If the market price of the Company's ordinary shares exceeds 1.85 cents before 30 November 2008 the Company sends an option expiry notice to Option holders.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.</p> <p><b>Present Application</b> Likelihood of Option holders exercising options too remote to justify cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	31/10/2008
<b>ASX Code</b>	QOL
<b>Listed Company</b>	QUEENSLAND ORES LIMITED
<b>Waiver Number</b>	WLC080334-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Queensland Ores Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by paragraph 6.1 of Appendix 6A in relation to 34,730,227 quoted options (QOLOA) exercisable at 35 cents each on or before 30 November 2008 (the "Options"), on the following conditions.</p> <p>1. The information required by paragraph 6.1 of Appendix 6A is provided to the Company Announcements Office no later than 31 October 2008, together with a statement that an option expiry notice will not be sent to option holders.</p> <p>2. If the market price of the Company's ordinary shares exceeds 26.25 cents before 30 November 2008, the Company immediately sends an option expiry notice to option holders.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.</p> <p><b>Present Application</b> Likelihood of option holders exercising options too remote to justify cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	31/10/2008
<b>ASX Code</b>	RER
<b>Listed Company</b>	REGAL RESOURCES LIMITED
<b>Waiver Number</b>	WLC080335-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Regal Resources Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by paragraph 6.1 of Appendix 6A, in relation to 33,427,900 options exercisable at \$0.20 each on or before 30 November 2008 ("the Options"), on the following conditions:</p> <ol style="list-style-type: none"> <li>1. The information required by paragraph 6.1 of Appendix 6A is provided to the Company Announcements Office by no later than 1 November 2008, together with a statement that an option expiry notice will not be sent to Option holders.</li> <li>2. If the market price of the Company's ordinary shares exceeds \$0.15 before 30 November 2008, the Company immediately sends an option expiry notice to Option holders.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.</p> <p><b>Present Application</b> Likelihood of option holders exercising options too remote to justify cost of sending notices - waiver granted on condition that notice will be sent if there is a substantial increase in trading price of securities.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	27/10/2008
<b>ASX Code</b>	VPG
<b>Listed Company</b>	VALAD PROPERTY GROUP
<b>Waiver Number</b>	WLC080336-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Valad Property Group (the "Company") a waiver from listing rules 3.20.2 and 6.24 to the extent necessary to permit the Company to give the market fewer than seven business days' notice of the estimated distribution for the year ended 30 June 2008 and not to comply with Appendix 6A on condition that announcement of the estimated distribution is given to ASX prior to market opening on Monday, 23 June 2008.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must comply with Appendix 6A - timetable requirements for interest payments on quoted debt securities, calls, instalments, conversion or expiry of convertible securities and despatch date - entity must announce dividend or distribution rate before record date - maintains informed market - supports integrity of ASX market.</p> <p><b>Present Application</b> Potential transaction which is likely to have a material impact upon upcoming distribution - outcome will not be known until 5 business days prior to record date - waiver granted on condition the timetable is acceptable to ASX - trust must distribute all income for tax reasons.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	30/10/2008
<b>ASX Code</b>	FLS
<b>Listed Company</b>	FLUOROTECHNICS LIMITED
<b>Waiver Number</b>	WLC080319-001
<b>Decision</b>	<p>The Company be granted a waiver from listing rule 7.1 to the extent necessary to permit the Company to issue up to US\$585,000 in shares at A\$0.75 per share to Gel Co ("Tranche 2 Shares") under the Asset Purchase Agreement, and up to 1,127,633 shares to ETC Elektrophorese-Technik GmbH ("ETC") under the Share Sale Agreement dated 19 July 2002 and Deed of Variation to Share Sale Agreement dated 20 February 2008, without shareholder approval on the following conditions:</p> <ol style="list-style-type: none"> <li>1. The Tranche 2 Shares are issued to Gel Co by no later than 31 March 2012;</li> <li>2. The shares are issued to ETC by no later than 30 September 2012;</li> <li>3. Details of the shares issued, or yet to be issued, to Gel Co and ETC are disclosed in each annual report of the Company.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the ordinary securities on issue 12 months earlier.</p> <p><b>Present Application</b>  Shares are bring issued in tranches as deferred part consideration for acquisition of businesses - adequate disclosure in the prospectus - by investing with the benefit of having had the future issue of securities set out in the prospectus, subscribers can be taken to have consented to those issues - waiver granted on condition that securities to be issued to the vendors within a specified time frame, and annual reports disclose details of shares that have been issued and remain to be issued.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GMG
<b>Listed Company</b>	GOODMAN GROUP
<b>Waiver Number</b>	WLC080320-003
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Goodman Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$270 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Group to conduct the Rights Issue without security holder approval, on condition that the Rights Issue complies with the following.</p> <p>1.1. On or before the Record Date, security holders who are believed by the Group or the underwriters to the Rights Issue to be persons to whom offers of stapled securities may be made without a prospectus or product disclosure statement in accordance with Chapter 6D and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Group to subscribe for a number of stapled securities equal to their pro rata allocation of the Rights Issue ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the Record Date) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild").</p> <p>1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.4. All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of stapled securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Stapled securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

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<b>Basis For Decision</b>	<p>Underlying Policy Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p>Present Application Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders -- second round offer to retail holders - all offers at the same price-- related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>
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<b>Rule Number</b>	7.1
<b>Date</b>	27/10/2008
<b>ASX Code</b>	GPT
<b>Listed Company</b>	GPT GROUP
<b>Waiver Number</b>	WLC080322-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants GPT Group (the "Group"), (a stapled group composed of General Property Trust (the Trust") and GPT Management Holdings Limited (the "Company")), waivers from the following listing rules.</p> <p>1.1 Listing rule 7.1 to the extent necessary to permit the Group to calculate the number of fully paid, perpetual, unsecured, non-cumulative, subordinated exchangeable notes ("Notes") to be issued by GPT RE Limited in its capacity as responsible entity of the Trust (the "Placement") which it may issue without securityholder approval under its 15% placement capacity, the Placement being undertaken in conjunction with the Group's proposed fully underwritten accelerated non-renounceable rights offer (the "Rights Offer"), on the following bases.</p> <p>1.1.1 The number of ordinary stapled securities represented by the Notes for the purpose of listing rule 7.1.4(c) is to be that number of stapled securities that would be issued on conversion of the Notes based upon the Initial Exchange Price as defined in the terms of the Notes, including the effect of the adjustment to the Initial Exchange Price caused by the carrying out of the Rights Issue</p> <p>1.1.2. Variable "A" of the formula in listing rule 7.1 is deemed to include the number of stapled securities in the Group that may be issued under the Rights Offer, subject to the following conditions.</p> <p>(a) The Notes issued pursuant to the Placement are used to retire debt.</p> <p>(b) The Placement is not to exceed 30% of the Group's currently issued stapled securities (the number of stapled securities represented by the Notes under the Placement being calculated in accordance with paragraph 1.1.1 above).</p> <p>(c) The Placement is to be included in variable "C" in the formula under listing rule 7.1, until it is ratified by stapled securityholders.</p> <p>(d) In the event that the full number of stapled securities offered under the Rights Offer are not issued, and the number of stapled securities represented by the Placement (this number to be calculated in accordance with paragraph 1.1.1 above) thereby exceeds 15% of the actual number of the Group's stapled securities following completion of the Rights Offer, the Group's 15% placement capacity under listing rule 7.1 following completion of the Rights Offer is to be diminished by that number of securities issued under the Placement that exceeded the Group's 15% placement capacity under listing rule 7.1 at the time of the Placement.</p> <p>1.2. Listing rule 7.1 to the extent necessary to permit the Company to issue shares to be stapled to units of the Trust on a 1 for 1 basis upon conversion of the Notes, so to enable the Group to issue stapled securities upon conversion of Notes.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p><b>Present Application</b>  1. Group proposing to make institutional placement under listing rule 7.1 based on calculation of capacity that includes securities yet to be issued under an accelerated entitlement offer which is functionally equivalent to a non-renounceable pro rata offer - placement will occur simultaneously with retail component of entitlement offer or when FIRB approval granted - entitlement offer and placement both being undertaken to raise the funds necessary to retire debt - entitlement offer fully underwritten and will proceed as a matter of commercial certainty - effectively a timing waiver that permits entity to draw on the future issuing capacity under listing rule 7.1 that will be created by the entitlement offer before the offer has actually been completed - condition of waiver that number of equity securities issued under the placement is not greater than 30% of the entity's currently issued capital.</p> <p>2. Stapled group compose of a Company and a Trust - Exchangeable Note issued by the Trust convertible into stapled securities of the Group - Note is an unstapled security, and does not comprise any security issued by the Company - Company contractually bound to issue a share to be stapled to a unit in the Trust upon conversion of the Note - technical waiver to allow Note to be treated as a convertible security of the Company for listing rule 7.2 exception 4 purposes in order for exception to apply.</p>
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<b>Rule Number</b>	7.1
<b>Date</b>	31/10/2008
<b>ASX Code</b>	MGR
<b>Listed Company</b>	MIRVAC GROUP
<b>Waiver Number</b>	WLC080328-003
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Mirvac Limited and Mirvac Group Property Trust (together, the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of institutional placement in conjunction with an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$440 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Group to conduct the Rights Issue without security holder approval, on condition that the Rights Issue complies with the following.</p> <p>1.1. On or before the Record Date, security holders who are believed by the Group or the underwriters to the Rights Issue to be persons to whom offers of stapled securities may be made without a prospectus or product disclosure statement in accordance with Chapter 6D and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Group to subscribe for a number of stapled securities equal to their pro rata allocation of the Rights Issue ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the Record Date) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild").</p> <p>1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.4. All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of stapled securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Stapled securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p>Underlying Policy Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p>Present Application Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders -- second round offer to retail holders - all offers at the same price-- related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>
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<b>Rule Number</b>	7.9
<b>Date</b>	27/10/2008
<b>ASX Code</b>	PEM
<b>Listed Company</b>	PERILYA LIMITED
<b>Waiver Number</b>	WLC080331-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perilya Limited (the "Company") a waiver from listing rule 7.9 to the extent necessary to permit the Company to issue the following 7,650,000 options (subject to the conditions in resolutions 2.1 and 2.2) to Paul Arndt, Tim Manners, Paul Marinko, Andrew Lord and Bruce Byrne, without seeking shareholder approval:</p> <p>1.1. 2,550,000 options exercisable at \$0.50 between 30 September 2009 and 30 September 2010.</p> <p>1.2. 2,550,000 options exercisable at \$0.60 between 30 September 2010 and 30 September 2011.</p> <p>1.3. 2,550,000 options exercisable at \$0.75 between 30 September 2011 and 30 September 2012. (together, the "Options")</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1. The Company provides written confirmation from CBH Resources Limited that it does not object to the issue of the Options; and</p> <p>2.2. The Company immediately releases the details of this waiver to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prohibition against entity issuing securities after it is notified of takeover bid - maintains status quo for benefit of bidder during the course of the bid - ensures entity does not issue securities to impede takeover bid - supports takeover regime in Corporations Act.</p> <p><b>Present Application</b> Company proposed to issue options to key executives as part of employee share option plan - takeover announced after offers made to key executives- cannot issue securities under takeover situation if not previously announced waiver granted on condition that the Company obtain consent from bidder to issue securities.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GMG
<b>Listed Company</b>	GOODMAN GROUP
<b>Waiver Number</b>	WLC080320-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Goodman Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$270 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Issue not to be 7 business days after the announcement of the Rights Issue but in accordance with a timetable submitted by the Group, on the condition that the record date for the Rights Issue is no earlier than the fourth business day after the date the trading halt for the Rights Issue commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Rights Issue are acceptable to ASX.</p> <p>2. In resolution 1.1, the Group may ignore changes in security holdings which occur after the announcement of the trading halt in the Group's securities (other than registrations of transactions which were effected through ITS before the announcement). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>2.1 The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>2.2 Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GPT
<b>Listed Company</b>	GPT GROUP
<b>Waiver Number</b>	WLC080321-002
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants GPT Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising of up to A\$1.5 billion comprising an entitlement offer of the Group's stapled securities (the "Rights Offer") to be used to retire debt, without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Offer not to be 7 business days after the announcement of the Rights Offer but in accordance with a timetable submitted by the Group, on the condition that the record date for the Rights Offer is no earlier than the fourth business day after the date the trading halt for the Rights Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Rights Offer are acceptable to ASX.</p> <p>2. In resolution 1, the Group may ignore changes in security holdings which occur after the announcement of the trading halt in the Group's securities (other than registrations of transactions which were effected through ITS before the announcement). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>2.1. The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>2.2. Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	16/10/2008
<b>ASX Code</b>	LST
<b>Listed Company</b>	LION SELECTION LIMITED
<b>Waiver Number</b>	WLC080325-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Lion Selection Limited (the "Company") a waiver from listing rule 7.40 and Appendix 7A paragraph 9 to the extent necessary to permit the Company to set the record date for determining entitlements to participate in the proposed off market buy-back (the "Buy Back") seven business days after the announcement that the Buy Back will proceed instead of seven business days after the shareholders meeting to approve the Buy Back.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for reorganization of capital where entity buys back shares under equal access scheme - maintains orderly market.</p> <p><b>Present Application</b> Shareholders and the market will be aware that buy back contracts will not be formed until after the shareholder meeting and shareholders will have sufficient time to decide whether to accept the offer.</p>



<b>Rule Number</b>	7.40
<b>Date</b>	23/10/2008
<b>ASX Code</b>	MXR
<b>Listed Company</b>	MAXIMUS RESOURCES LIMITED
<b>Waiver Number</b>	WLC080326-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Maximus Resources Limited (the "Company") a waiver from listing rule 7.40 to the extent necessary that the Company not be required to send a notice of a pro-rata non-renounceable entitlements issue ("Entitlements Issue") in accordance with paragraph 3 of Appendix 7A to the holders of options who cannot participate in the Entitlements Issue without first exercising the Options. The waiver in resolution 1 is granted on the following conditions.</p> <ol style="list-style-type: none"> <li>1. The information required by paragraph 3 of Appendix 7A is provided to the Company Announcements Office at least 7 business days before the record date for the issue, together with the statement that a notice in accordance with paragraph 3 of Appendix 7A will not be sent to holders of the Options.</li> <li>2. If the market price of the Company's securities exceeds 10.5 cents before the record date, the Company immediately sends a notice of the issue to holders of the Options.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Pro-rata issue - requirement to notify option holders by sending notices - provides option holders with an opportunity to exercise options in order to participate in the issue.</p> <p><b>Present Application</b> Likelihood of option holders exercising options in order to participate in the issue too remote to justify the cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	31/10/2008
<b>ASX Code</b>	MGR
<b>Listed Company</b>	MIRVAC GROUP
<b>Waiver Number</b>	WLC080328-002
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Mirvac Limited and Mirvac Group Property Trust (together, the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of institutional placement in conjunction with an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$440 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Issue not to be 7 business days after the announcement of the Rights Issue but in accordance with a timetable submitted by the Group, on the condition that the record date for the Rights Issue is no earlier than the fourth business day after the date the trading halt for the Rights Issue commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Rights Issue are acceptable to ASX.</p> <p>2. In resolution 1, the Group may ignore changes in security holdings which occur after the announcement of the trading halt in the Group's securities (other than registrations of transactions which were effected through ITS before the announcement). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>2.1. The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>2.2. Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	9.1
<b>Date</b>	21/10/2008
<b>ASX Code</b>	MBP
<b>Listed Company</b>	METABOLIC PHARMACEUTICALS LIMITED
<b>Waiver Number</b>	WLC080327-001
<b>Decision</b>	<p>1. Subject to resolution 2 and based solely on the information provided, ASX Limited ("ASX") grants Metabolic Pharmaceuticals Limited (the "Company") a waiver from listing rule 9.1 in connection with its proposed acquisition of all of the issued capital of PolyNovo Biomaterials Ltd ("PolyNovo") from Xceed Capital Limited ("Xceed") and Commonwealth Scientific and Industrial Research Organisation (the "PolyNovo Acquisition") to the extent that ASX will not impose the restrictions contained in Appendix 9B clause 6 to the shares to be issued to Xceed in consideration for the PolyNovo Acquisition, on condition that 150,177,919 ordinary shares issued to Xceed in consideration for the acquisition are distributed in specie to shareholders of Xceed within 3 months of the completion of the PolyNovo Acquisition ("Distribution").</p> <p>2. Resolution 1 is conditional upon the following.</p> <p>2.1 Xceed must undertake not to dispose of any of the shares in the Company which it receives, until it carries out the Distribution.</p> <p>2.2 In the event that the Distribution does not occur within 3 months of the completion of the PolyNovo Acquisition the Company must enter into a restriction agreement with Xceed in respect of the 157,577,919 ordinary shares issued to Xceed in accordance with Appendix 9B clause 6.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Protects the integrity of the market by allowing the market time to value classified assets before vendors can realise value.</p> <p><b>Present Application</b> Classified asset being vended by one listed company to another listed company - vendor has had an interest in classified asset for several years - two listed entities are at arm's length from one another - not a spin-off or backdoor listing transaction - consideration for vend will be the issue of scrip to the vendor entity - amount of scrip issued by purchaser entity to vendor entity will cause vendor entity to hold &gt;20% of purchaser entity's issued capital - purchaser entity therefore comes within paragraph 6 of Appendix 9B, and the purchaser entity shares it will receive would be subject to 12 months escrow in its hands - vendor entity intends to distribute in specie to its own shareholders, by way of a pro rata reduction of capital, over 95% of the scrip in the purchaser entity which it has received - vendor entity's shareholders technically would be transferees from a holder of restricted securities under paragraph 10 of Appendix 9B and would be subject also to 12 months escrow - following distribution in specie being carried out by purchaser entity, no party will hold &gt;20% of purchaser entity's issued capital - shareholders of vendor entity currently hold free trading shares in the vendor entity, part of the value of which is made up of the value of the classified asset being sold - following the sale and the distribution in specie of the purchaser entity's shares to the vendor entity's shareholders, that part of the value of the vendor entity's shareholders shares will be represented by the purchaser entity shares held by them - anomalous if their holding in</p>

## Register of ASX Listing Rule Waivers

the purchaser entity, which represents their pro rata ownership interest based on the value of the classified entity acquired by the purchaser entity, should be restricted, when their holdings in the vendor entity were not - waiver granted to permit shares received by vendor entity not to be classified as restricted securities, provided that the pro rata distribution of those shares is approved by vendor entity's shareholders and promptly carried out.

<b>Rule Number</b>	9.7
<b>Date</b>	21/10/2008
<b>ASX Code</b>	CLY
<b>Listed Company</b>	CLANCY EXPLORATION LIMITED
<b>Waiver Number</b>	WLC080317-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Clancy Exploration Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow Geoinformatics Exploration Australia Pty Ltd ("GEA") to transfer 21,355,506 fully paid ordinary shares (the "Escrowed Securities") to Geoinformatics Exploration Inc ("GXL"), on the following conditions.</p> <ol style="list-style-type: none"> <li>1. GXL executes a restriction agreement in the form of an Appendix 9A in respect the Escrowed Securities for the balance of the escrow period ending 10 July 2009.</li> <li>2. The security certificates are immediately re-lodged with a bank or recognised trustee.</li> <li>3. The Company instructs its share registry to immediately reinstate a holding lock on the Escrowed Securities for the balance of the escrow period, ending 10 July 2009.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prohibition on changing restriction agreements or releasing securities from custodian or holding lock - supports escrow regime.</p> <p><b>Present Application</b> No change in beneficial ownership - waiver granted to permit change of legal ownership on condition that new restriction agreements are entered into - securities remain restricted for balance of escrow period.</p>

<b>Rule Number</b>	9.7
<b>Date</b>	23/10/2008
<b>ASX Code</b>	POZ
<b>Listed Company</b>	PHOSPHATE AUSTRALIA LIMITED
<b>Waiver Number</b>	WLC080332-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Phosphate Australia Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow:</p> <p>1.1. James Richards to transfer 5,000,000 fully paid ordinary shares and 4,000,000 options with an exercise price of 20 cents, expiring 31 July 2012 of his restricted holding in the Company to United Minerals Corporation NL ("UMC") (the "Richards Securities") subject to the conditions in resolutions 2.1, 2.2, 2.3, 2.4 and 2.5.</p> <p>1.2. Andrew James to transfer 1,000,000 options with an exercise price of 20 cents, expiring 31 July 2012 of his restricted holding in the Company to UMC (the "James Securities") subject to the conditions in resolutions 2.1, 2.2, 2.3, 2.4 and 2.5.</p> <p>2. Resolution 1.1 and 1.2 are subject to the following conditions:</p> <p>2.1. UMC executes a restriction agreement in the form of an Appendix 9A in respect of the Richards Securities and the James Securities for the balance of the escrow period ending 1 July 2010 ("UMC Restriction Agreement").</p> <p>2.2. James Richards executes a new restriction agreement after the transfer of the Richards Securities in the form of an Appendix 9A ("Richards Restriction Agreement").</p> <p>2.3. Andrew James executes a new restriction agreement after the transfer of the James Securities in the form of an Appendix 9A ("James Restriction Agreement").</p> <p>2.4. The UMC Restriction Agreement, the Richards Restriction Agreement and the James Restriction Agreement are immediately re - lodged with the provider of registry services to the Company.</p> <p>2.5. The provider of registry services to the Company provides an undertaking to impose a holding lock on the Richards Securities and James Securities subject to the UMC Restriction Agreement for the balance of the escrow period ending 1 July 2010, and not to remove the holding lock without the written consent of ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prohibition on changing restriction agreements or releasing securities from custodian or holding lock - supports escrow regime</p> <p><b>Present Application</b> Legal proceedings commenced by third party in relation to securities held by directors of the Company - legal proceedings concluded by court order - waiver granted to give effect to court order to permit change of legal ownership on condition that new restriction agreements are entered into - no change in beneficial ownership - securities remain restricted for balance of escrow period.</p>

<b>Rule Number</b>	10.11
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GMG
<b>Listed Company</b>	GOODMAN GROUP
<b>Waiver Number</b>	WLC080320-004
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Goodman Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$270 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Group to conduct the Rights Issue without security holder approval, on condition that the Rights Issue complies with the following.</p> <p>1.1. On or before the Record Date, security holders who are believed by the Group or the underwriters to the Rights Issue to be persons to whom offers of stapled securities may be made without a prospectus or product disclosure statement in accordance with Chapter 6D and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Group to subscribe for a number of stapled securities equal to their pro rata allocation of the Rights Issue ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the Record Date) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild").</p> <p>1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.4. All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of stapled securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Stapled securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

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<b>Basis For Decision</b>	<p>Underlying Policy Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders -second round offer to retail holders - all offers at the same price-- related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>
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<b>Rule Number</b>	10.11
<b>Date</b>	21/10/2008
<b>ASX Code</b>	GPT
<b>Listed Company</b>	GPT GROUP
<b>Waiver Number</b>	WLC080321-004
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants GPT Group (the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising of up to A\$1.5 billion comprising an entitlement offer of the Group's stapled securities (the "Rights Offer") to be used to retire debt, without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Group to conduct the Rights Offer without security holder approval, on condition that the Rights Offer complies with the following.</p> <p>1.1 On or before the Record Date, security holders who are believed by the Group or the underwriters to the Rights Offer to be persons to whom offers of stapled securities may be made without a prospectus or product disclosure statement in accordance with Chapter 6D and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Group to subscribe for a number of stapled securities equal to their pro rata allocation of the Rights Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2 Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the Record Date) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild").</p> <p>1.3 Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.4 All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of stapled securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5 Stapled securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6 Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p>Underlying Policy Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders -second round offer to retail holders - all offers at the same price-- related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>
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<b>Rule Number</b>	10.11
<b>Date</b>	31/10/2008
<b>ASX Code</b>	MGR
<b>Listed Company</b>	MIRVAC GROUP
<b>Waiver Number</b>	WLC080328-004
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Mirvac Limited and Mirvac Group Property Trust (together, the "Group"), a waiver from the following listing rules to the extent necessary to permit the Group to undertake a capital raising by way of institutional placement in conjunction with an accelerated non-renounceable entitlement offer of stapled securities to raise approximately \$440 million (the "Rights Issue"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Group to conduct the Rights Issue without security holder approval, on condition that the Rights Issue complies with the following.</p> <p>1.1. On or before the Record Date, security holders who are believed by the Group or the underwriters to the Rights Issue to be persons to whom offers of stapled securities may be made without a prospectus or product disclosure statement in accordance with Chapter 6D and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Group to subscribe for a number of stapled securities equal to their pro rata allocation of the Rights Issue ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the Record Date) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild").</p> <p>1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.4. All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of stapled securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Stapled securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p>Underlying Policy Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders -second round offer to retail holders - all offers at the same price-- related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>
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<b>Rule Number</b>	10.14
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-006
<b>Decision</b>	<p>The Company be granted a waiver from listing rule 10.14 to the extent necessary to permit the Company to issue, without shareholder approval, replacement awards to its directors pursuant to the Company's Restricted Share Plan ("RSP"), Sharesave Plan and Long-Term Incentive Plan ("LTIP")(together, the "Plans") in substitution for awards in Henderson issued or granted under Henderson's corresponding RSP, Sharesave Plan and LTIP on the following condition.</p> <p>1. Relevant details of the Plans, and the issue or grant of awards under them in substitution for the awards made to the participants under the corresponding Henderson plans are provided in the Scheme Circular.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Requirement to obtain approval of security holders for an issue of securities to a related party even if under an employee incentive scheme - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding disproportionately to other holders - only unassociated security holder's votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act 2001 (Cth) (and whatever related party provisions apply to foreign entities).</p> <p><b>Present Application</b> Entity is successor to an existing listed entity - shareholders will be provided with notice in Scheme Circular regarding the Plans - awards replaced by equivalent awards in successor entity.</p>

<b>Rule Number</b>	10.15A.9
<b>Date</b>	17/10/2008
<b>ASX Code</b>	QGC
<b>Listed Company</b>	QUEENSLAND GAS COMPANY LIMITED
<b>Waiver Number</b>	WLC080333-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Queensland Gas Company Limited (the "Company") a waiver from listing rule 10.15A.9 to the extent necessary to permit the Company's 2008 notice of annual general meeting seeking shareholder approval for the participation of Mr Richard Cottee in the Employee Share Option Plan (the "ESOP") to state that options granted to Mr Cottee under the ESOP pursuant to the vesting of performance rights will be issued later than 3 years after the meeting but not later than 31 January 2012.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of an issue of securities for listing rule 10.14 purposes - statement that securities will be issued no later than 3 years after meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p> <p><b>Present Application</b>  Long term incentive plan with genuine performance hurdles - details of the plan's operation disclosed in the notice of meeting - operation of plan is such that performance rights will vest upon satisfaction of performance hurdles - performance "retest period" provides for securities to be issued up to 3 years and 2 months after meeting - no additional benefit to security holders in requiring re-approval of proposed issue.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	17/10/2008
<b>ASX Code</b>	NAB
<b>Listed Company</b>	NATIONAL AUSTRALIA BANK LIMITED
<b>Waiver Number</b>	WLC080329-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants National Australia Bank Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting, in relation to the issue of securities under the Company's short term and long term incentive arrangements to executive directors of the Company pursuant to listing rule 10.14, not to state a maximum number of securities that may be issued to those executive directors, on condition that the notice states the method by which the number of securities to be granted is calculated.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of acquisition of securities for listing rule 10.14 purposes - statement of the maximum number of entitlements to be issued - provides certainty to security holders.</p> <p><b>Present Application</b>  Employee incentive scheme - maximum number of shares to be issued based on formula and future security price - maximum number of performance rights to be issued based on formula and estimated fair market value at time of AGM as determined by independent expert - maximum number of both security types not currently ascertainable - monetary value of incentive arrangements to be disclosed in notice of AGM - waiver granted on condition that notice contains sufficient information about the method of calculating entitlements.</p>

<b>Rule Number</b>	14.7
<b>Date</b>	17/10/2008
<b>ASX Code</b>	NOA
<b>Listed Company</b>	NOAH RESOURCES NL
<b>Waiver Number</b>	WLC080330-001
<b>Decision</b>	<p>Based solely on the information provided ASX Limited ("ASX") grants Noah Resources NL (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue up to 47,500,000 ordinary fully paid shares to the shareholders of Namibian Copper Pty Ltd ("Namibian Copper") as approved by shareholders of the Company in the general meeting on 18 July 2008, on the following conditions:</p> <ol style="list-style-type: none"> <li>1. The shares are issued by no later than 18 November 2008 and otherwise on the same conditions as approved by shareholders on 18 July 2008.</li> <li>2. The Company immediately releases the terms of this waiver to the market.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> If a notice of meeting states that entity will do something that the listing rules require it to do, the entity must do that thing - supports listing rule requirements.</p> <p><b>Present Application</b> Shareholder approval obtained on 18 July 2008 to issue securities for the acquisition of 100% of the issued capital of Namibian Copper - notice of meeting stated that securities must be issued by 18 October 2008, in accordance with listing rule 7.3.2 - 3 month time limit - delay in completing issue of securities due to timing issues in regards to the reinstatement of the company following compliance with listing rule 11.1 and Chapters 1 and 2 of the ASX listing rules - company's circumstances have not changed since shareholder approval obtained - company's securities suspended from quotation pending completion of backdoor listing - waiver sought to permit securities to be issued in reliance on 18 July 2008 resolution as soon as the Company can be reinstated for quotation (after complying with Chapters 1 ad 2), and in any event no later than 1 month after expiry of 3 month time limit, without being put before shareholders again for renewed approval - listing rule policy and relevant precedents support granting of waiver to permit extension of time for issue of securities in situations where the delay is outside the control of the company - company to announce waiver to the market.</p>





<b>Rule Number</b>	14.11
<b>Date</b>	23/10/2008
<b>ASX Code</b>	ANZ
<b>Listed Company</b>	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
<b>Waiver Number</b>	WLC080315-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Australia and New Zealand Banking Group Limited (the "Company") a waiver from listing rule 14.11 to the extent necessary to permit the votes cast on a resolution, to ratify various issues of securities made within 12 months prior to the date of the 2008 annual general meeting and to approve a proposed issue of securities on or around December 2008 ("Relevant Issues"), by holders of the Company's securities who are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the prior Issues and who will not participate in the proposed Issue, to be counted, subject to the following conditions.</p> <ol style="list-style-type: none"> <li>1. In respect of a resolution pursuant to listing rule 7.4, the beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Relevant Issues, nor are they an associate of a person who participated in the Relevant Issue.</li> <li>2. In respect of a resolution pursuant to listing rule 7.1, the beneficiaries provide written confirmation to the Nominee Holders that they will not participate in the Relevant Issues and are not a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, or an associate of such a person.</li> <li>3. The beneficiaries direct the Nominee Holders to vote for or against the resolutions ratifying/approving the issue of securities under the Relevant Issues.</li> <li>4. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</li> </ol>
<b>Basis For Decision</b>	<p>Underlying Policy  Notice of meeting requirement - approval of an issue of securities for listing rule 7.1 and/or 7.4 purposes - voting exclusion statements required to exclude votes of security holders who participated in the issue and those who may participate in the issue or obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, or an associate of such persons - security holders who participate in issue may receive a benefit over and above other security holders that do not participate equally in the issue.</p>

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## Register of ASX Listing Rule Waivers

### Present Application

Resolutions to be put to securityholders to ratify prior issues of securities and/or approve proposed issue of securities - notice of meeting will contain voting exclusion statement in accordance with listing rules 7.3.8 and/or 7.5.6 - voting exclusion statements preclude votes of nominee from being counted on resolution to ratify prior issue or approve proposed issue of securities if nominee holds securities on behalf of any underlying beneficiary who participated or intends to participate in the issue - purpose of the rule is to exclude voting by persons with an interest in the outcome of the resolution - nominees hold securities on behalf of beneficial holders, some of whom participated in past issues or may participate in proposed issue - not intention of rule that votes attributable to beneficial holders who did not/will not participate in security issues should be excluded along with the votes attributable to beneficial holders who did/will participate in the issues - waiver permits votes of nominee on behalf of underlying beneficiaries to be counted, provided beneficiary confirms to nominee that it did not/will not participate in the issue of securities, and beneficiary directs nominee to vote for or against the resolution.

<b>Rule Number</b>	15.15
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-007
<b>Decision</b>	The Company be granted a waiver from listing rule 15.15 to the extent necessary to permit the Company's Articles of Association to comply with chapter 5 of the UK Disclosure and Transparency Rules.
<b>Basis For Decision</b>	<p>Underlying Policy  Foreign company's constitution must not include provisions relating to takeovers or substantial holdings - takeovers of foreign companies should be regulated by the company's domestic law - protects security holders against entrenchment of management.</p> <p>Present Application  UK Law requirement - people "interested" in shares must disclose information to company upon request - articles of association consistent with UK Disclosure and Transparency rules - waiver granted to allow compliance with UK Listing Rules.</p>

<b>Rule Number</b>	Appendix 1A item 116
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-002
<b>Decision</b>	The Company be granted a waiver from listing rule 1.1 condition 3, paragraph 116 of Appendix 1A to permit the Company not to include a statement in the Prospectus that the Company will not need to raise capital in the three months after the date of issue of the Prospectus.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Requirement for prospectus or Product Disclosure Statement or if ASX agrees, information memorandum - provides platform for continuous disclosure - necessary to adequately inform the market - requirement in paragraph 116 of Appendix 1A that information memorandum state that entity has not raised capital in the previous three months and will not raise capital in the next three months demonstrates that the entity has no need for capital.</p> <p><b>Present Application</b> Entity listing is successor entity to existing listed entity - replaces existing listed entity by scheme of arrangement - new entity only has assets and business of existing listed entity - scheme only effects a change of place of incorporation of the entity - successor entity to use UK Prospectus as information memorandum rather than prospectus for the purposes of listing rule 1.1 condition 3 - not in substance a new listing - no need to deprive the entity of the ability to raise capital, as the existing listed entity would have been able to do so.</p>

<b>Rule Number</b>	Appendix 1A item 108
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-001
<b>Decision</b>	The Company be granted a waiver from listing rule 1.1 condition 3, paragraph 108 of Appendix 1A to permit the Company not to make a statement that the UK Prospectus dated 4 September 2008 (the "Prospectus") contains all information required under the prospectus provisions of the Corporations Act 2001 (Cth), on the condition that Henderson provides a statement to the market that it is in compliance with listing rule 3.1 at the time that the Company is admitted to the official list.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Requirement for information memorandum containing prospectus-standard information - provides platform for continuous disclosure - necessary to adequately inform the market.</p> <p><b>Present Application</b> Entity is successor to listed entity - same security holders and business activities - new legal vehicle - transfer of business activities, etc, through scheme of arrangement - continuous disclosure of listed entity and scheme of arrangement documents sufficient to inform the market - waiver granted on condition that the listed entity confirms that it is in compliance with listing rule 3.1.</p>

<b>Rule Number</b>	Appendix 1A item 117
<b>Date</b>	27/10/2008
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC080314-003
<b>Decision</b>	The Company be granted a waiver from listing rule 1.1 condition 3, paragraph 117 of Appendix 1A to permit the Company not to include a statement in the Prospectus that a supplementary information memorandum will be issued if the Company becomes aware of certain matters occurring between the issue of the Prospectus and the date the Company's securities are quoted on ASX, on condition that any such matters are announced to the market by Henderson.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Use of information memorandum rather than a disclosure document for purposes of listing rule 1.1 condition 3 compliance - requirement that if material new information regarding the listed entity becomes available after issue of information memorandum, a supplementary information memorandum must be lodged - replicates requirement of the Corporations Act 2001 (Cth) in respect of supplementary disclosure documents.</p> <p><b>Present Application</b>  Entity listing is successor entity to existing listed entity - replaces existing listed entity by scheme of arrangement - information memorandum is UK Prospectus - scheme must be approved by court - requirements to provide additional information governed by law applicable to schemes - not necessary to require statement in information memorandum that supplementary information will be provided.</p>